NO 1257 of 2010

IN THE SOUTHEND COUNTY COURT

IN BANKRUPTCY

IN THE MATTER OF JOHN JOSEPH FLEMING

EXHIBIT "JJF1"

This is the Exhibit marked "JJF1" referred to in the Affidavit of John Joseph Fleming dated the 24 day of October 2010

JJ Fleming
Second
"JJF1"
Sworn
Filed

NO 125 of 2010

IN THE SOUTHEND COUNTY COURT

IN BANKRUPTCY

IN THE MATTER OF JOHN JOSEPH FLEMING

SECOND AFFIDAVIT OF JOHN JOSEPH FLEMING

I JOHN JOSEPH FLEMING of 26 Holbrook Close, Billericay, Essex CM11 2NG

MAKE OATH and say as follows:

1. I make this Affidavit pursuant to the Order of the Court of 22 October 2010 in order to set out details of why I consider my centre of main interest ("COMI") to be within the jurisdiction of Southend County Court.

2. Until February 2010 I was resident in County Cork, Ireland. I was engaged in the business of property development both in Ireland and the UK through a large group of companies ("the Fleming Group") of which I, together with my wife Noreen, was the ultimate shareholder. Noreen and I are shareholders of JJ Fleming Holdings, which is an unlimited Irish company. Accordingly, we were personally liable for the company's liabilities. I also granted various personal guarantees for the liabilities of companies within the Fleming Group.

3. Before the recent financial crisis, which particularly affected Ireland, the Fleming Group had very substantial net assets. However, the collapse of the international property market and particularly the slowdown of the property market in Ireland and the UK these became equally substantial liabilities. We attempted to rescue the Fleming Group through a formal scheme of arrangement, which was sanctioned by the Irish Court. However, this was challenged by one of the Group's creditors and the scheme was rejected by the Irish Supreme Court in early 2010. As a direct consequence the companies within the Fleming Group were forced into either receivership or liquidation.

4. I then took the decision to move to England, where I believed there would be greater opportunities to find employment using the skills and experience I had gained at the Fleming Group.

5. I obtained employment with my current employer, Crowley Young. I attach a copy of my contract of employment at pages 1-7. I attach some examples of my payslips from Crowley Young at pages 8-9. Crowley Young reimbursed my expenses. I attach at pages 10-13 my expenses forms for February to May 2010, which include, for example the cost of topping up my Oyster card.

6. Noreen and I entered into a Tenancy Agreement of The Annexe, Grange Farm, Little Chesterton, Bicester OX25 3PD on 1 February 2010. I attach a copy of our Tenancy Agreement at pages 14-16.

7. I attach at page 17 a copy of my P60 for year ended April 2010, which shows The Grange Farm address and at page 18 a BT invoice dated 5 April 2010, which also shows this address. At page 19 I attach a letter from Barclays Bank on 7 April 2010, also recording that I was resident at Grange Farm.

8. Unfortunately, the property suffered badly from dampness and we decided to move out in April 2010. We initially moved to stay with friends at Old Oak Barn, Sudbury Farm Road, Little Burstead, Billericay, Essex CM12 9SP. I attach at page 20 a letter from my Irish solicitors dated 5 May 2010 sent to this address.

9. As this was only a temporary arrangement we entered into a Tenancy Agreement for our current property, 26 Holbrook Close, Billericay, Essex CM11 2NG. I attach a copy of the Tenancy Agreement dated 1June 2010 at pages 21-40. I also attach at page 41 a Council Tax demand dated 28 July 2010, which is addressed to 26 Holbrook Close. I attach at page 42 a water bill for 26 Holbrook Close dated 10 September 2010.

10. I understand that my COMI is to be determined with reference to the place where I conduct the administration of my interests on a regular basis and is therefore ascertainable by third parties. I confirm that my creditors are aware that I am resident in England. I attach at pages 43-48 a summary of the Irish High Court dated 24 June 2010 addressed to my 26 Holbrook Close address. These papers were personally served on me at 26 Holbrook Close.

Sworn at, SOUTHEND COUNTY COURT, IN THE COUNTY OF ESSEX

Dated this 29 day of October 2010

Signed John F Cosnip

Before me,

~~Solicitor/Commissioner for Oaths or~~ authorised officer

Form No. 2. 2010 No. 2929 S

O.I., R.3.

Summary Summons

THE HIGH COURT

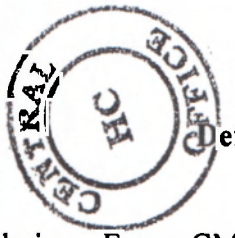
Between :/

ALLIED IRISH BANKS, p.l.c.

Plaintiffs

And :/

JOHN FLEMING



Defendants

To the defendant **John Fleming of** No. 26 Holbrook Close, Billericay, Essex, CM1 12NG, England

This Summary Summons is to require you that within thirty five days after the service thereof upon you (exclusive of the day of such service) you in person or by Solicitor do enter an appearance in the Central Office, Four Courts, Dublin 7, in the above action; **AND TAKE NOTICE** that if you do enter such appearance, due notice of the day and hour of the hearing of this Summons will be delivered at the address for service named in the Memorandum of Appearance but if you do not enter such appearance, the Plaintiffs may proceed in the said action or matter and Judgement therein may be given in your absence without further notice.

By Order of the Honourable JOHN L MURRAY Chief Justice of Ireland, the 24th day of June Two Thousand and Ten.

N.B.- This Summons is to be served within Twelve Calendar Months from the date thereof, and if renewed Six Calendar Months from the date of the last renewal, including the day of such date and not afterwards.

The Defendant may appear hereto by entering an Appearance either personally or by Solicitor, at the Central Office, Four Courts, Dublin 7.

A TRUE COPY

SPECIAL INDORSEMENT OF CLAIM

THE PLAINTIFFS' CLAIM IS FOR :

1. The sum of €25,994,340.40 (twenty five million nine hundred and ninety four thousand three hundred and forty euros forty cents) being monies due by the Defendant to the Plaintiffs on foot of a letter of guarantee dated the 20th day of May, 2008, whereby the said Defendant guaranteed payment to the Plaintiffs of all and every sum or sums of money then due or thereafter to become due to the Plaintiffs by Fleming Energy to the extent of but not exceeding the sum of €26,600,000.00 together with continuing interest at current bank rates until payment thereof calculated from the date of demand for payment.

2. The said Fleming Energy was on the 26th April, 2010 indebted to the Plaintiffs in the following amounts :
(a) the sum of €1,279,347.26.
(b) the sum of $32,932,728.36.

3. By letter of the said date (26th April, 2010) addressed to the Defendant the Plaintiffs demanded repayment of the sum of €26,600,000.00 on foot of the said guarantee. In making the said demand, the Plaintiffs mistakenly believed that the overall sum due by the Defendant in fact exceeded the said sum of €26,600,000.00. By further letters addressed to the Defendant dated 21st June, 2010, the Plaintiffs identified the sum properly due and owing as of the date of the demand made on the 26th April, 2010 (being the sum of €25,994,340.40 as stated above) and demanded immediate discharge thereof. Notwithstanding the said demand the said sum of €25,994,340.40 remains due and owing by the Defendant to the Plaintiffs on foot of said letter of guarantee.

4. The Plaintiffs further claim continuing interest at current bank rates until payment or Judgment.

CONOR CAHILL

Signed: Barry C Galvin

Barry C. Galvin & Son,
Solicitors for the Plaintiffs,
24/26 Upper Ormond Quay,
Dublin 7.

and € 160 for costs, and upon payment of €*25,994,340.40* for demand and € 160 costs within six days after service, further proceedings will be stayed.

Indorsement for the purposes of Council Regulation EC 44/2001 on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters.

This Honourable Court has power to hear and determine these proceedings against the Defendants herein under the provisions of Council Regulation EC 44/2001 on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters and should assume jurisdiction under the provisions of

Articles 5 (1)(a) of the said Regulation.

No proceedings between the parties concerning the same cause of action are pending in any other contracting state.

This Summons was issued by Barry C. Galvin and Son whose registered place of business is 24 / 26 Upper Ormond Quay in the City of Dublin, Solicitors for the Plaintiffs whose registered office is at Bankcentre, Ballsbridge in the City of Dublin and is a Public Limited Company

This Summons was served by me at

on the Defendants

on the day of 2010

Endorsed the day of 2010

Signed : _____

Address : _____

_____

_____

THE HIGH COURT

Between :/

ALLIED IRISH BANKS, p.l.c.

Plaintiffs

And :/

JOHN FLEMING

Defendants

SUMMARY SUMMONS

Order 1., Rule 3.

Barry C. Galvin & Son,

Solicitors,

24 / 26, Upper Ormond Quay,

Dublin 7.

Our Ref: DM/JOB/AIB001/1426

P. J. O'Driscolls

SOLICITORS

Incorp. James H. Powell & Son

41 South Main Street,
Bandon,
Co. Cork, Ireland.
Tel: +353 (0)23 8866800
Fax: +353 (0)23 8844669
DX 13 006

East Green,
Dunmanway,
Co. Cork.
Tel: +353 (0)23 8845117
Fax: +353 (0)23 8844669
DX 54901

Our Ref: 3/ND/P3713
Your Ref:

Mr. John Fleming,
Old Oak Barn,
Sudbury Farm Road,
Little Burstead,
Billericay,
Essex
CM129 SP

05 May 2010

Re: Personal Guarantees

Dear John,

I enclose copy of one AIB personal guarantee and six Anglo Irish Bank personal guarantees which I have received from AIB and Anglo Irish Banks Solicitors.

I am still awaiting further guarantees from AIB's Solicitor.

Yours faithfully,

Ted Hallissey
For P. J. O'Driscolls
Solicitors

Email: thallissey@pjodriscoll.com

Document Number 428,594

THE SCHEDULE BEFORE REFERRED TO

SUBJECT TO HIGH COURT APPROVAL

TERMS OF SETTLEMENT

DATED 28 JULY 2010 BETWEEN TOM KAVANAGH, OFFICIAL LIQUIDATOR OF J.J. FLEMING HOLDINGS, JOHN J. FLEMING CONSTRUCTION AND TIVWAY LIMITED AND JOHN FLEMING, NOREEN FLEMING, PATRICK FLEMING AND DENIS FLEMING

The Official Liquidator (the **OL**) of J.J. Fleming Holdings (the **Company**), John J. Fleming Construction and Tivway Limited (together '**the Companies**') and Noreen and John Fleming acknowledging that they John and Noreen Fleming owe the aggregate amount of €15,000,000 pursuant to a judgment obtained by the Company pursuant to the High Court Order dated 1 July 2010 (the **Judgment Debt**). The OL and John and Noreen Fleming acknowledging and agreeing that no additional steps to those set out hereunder will be taken by the OL to enforce or execute the said Judgment Debt:

1. Upon execution by them of the Terms of Settlement John and Noreen Fleming hereby transfer, convey and assign to the Company, to the fullest extent permitted by law, their legal and beneficial interest in the assets identified in **Schedule 1**. John and Noreen Fleming hereby agree to do all things necessary to formalise such transfer.

2. John and Noreen Fleming agree to sell at the direction and at the sole discretion of the OL, their legal and beneficial interest in all of the assets (whether encumbered or unencumbered) identified in **Schedule 2**. John and Noreen Fleming agree (or in the alternative, will direct agents instructed on their behalf) to remit in full to the Company the net sale proceeds realised in respect of the assets subject only to (i) the deduction of taxes and professional costs, such deductions to be determined by the OL and subject if necessary to the approval of the High Court; and (ii) having accounted to any existing chargeholders assuming such security is valid and enforceable.

3. Patrick Fleming and Denis Fleming, the Trustees of the Seven Heads Trust, in consideration of the OL entering into the Terms of Settlement acknowledge that they have procured the prior consent and agreement of all the beneficiaries of the Seven Heads Trust being Noreen Fleming and the daughters of John and Noreen Fleming, Tracy Fleming-Hand, Linda Fleming, Claire Fleming, Elaine Fleming and Michelle Fleming to the Terms of Settlement and, in particular, to the acts of transfer and sale set out hereunder.

4. Patrick Fleming and Denis Fleming upon execution by them of the Terms of Settlement as Trustees hereby transfer, convey and assign to the Company the

assets identified in **Schedule 3** to the fullest extent possible permitted by law and undertake to execute such further documents in pursuance of the transfer, conveyance or assignment herein.

5. Patrick Fleming and Denis Fleming, the Trustees of the Seven Heads Trust, agree and undertake to sell at the direction and at the sole discretion of the OL, all of the assets (whether encumbered or unencumbered) identified in **Schedule 4** and agree (or if required to do so at the direction of the OL will direct agents instructed on their behalf) to remit in full to the Company the net sale proceeds realised in respect of the assets subject only to (i) the deduction of taxes and professional costs such deductions to be determined by the OL and subject if necessary to the approval of the High Court and (ii) having accounted to any existing, chargeholders assuming such security is valid and enforceable.

6. The sale of the assets identified in Schedules 2 and 4 shall, at the direction of the OL, be sold subject to obtaining full market value based on a valuation to be obtained in respect of the assets. Prior to instructing agents to sell the assets identified in Schedules 2 and 4 John and Noreen Fleming and Patrick and Denis Fleming will seek the prior written approval of the OL in relation to the choice of any agent. No sale of the aforementioned assets shall take place without the prior written approval of the OL in relation to the sale price. At the direction of the OL, no sale of the aforementioned assets shall take place if full market value cannot be obtained unless and until directions are sought by the OL pursuant to Section 231 of the Companies Act, 1963 such application to be made at the sole discretion of the OL.

7. Patrick Fleming and Denis Fleming, the Trustees of the Seven Heads Residence Trust, in consideration of the OL entering into the Terms of Settlement acknowledge that they have procured the prior consent and agreement of the beneficiaries of the Seven Heads Residence Trust being Noreen and John Fleming and their daughters Tracy Fleming-Hand, Linda Fleming, Claire Fleming, Elaine Fleming and Michelle Fleming.

8. Patrick Fleming and Denis Fleming, the Trustees of the Seven Heads Residence Trust, upon execution by them of the Terms of Settlement agree and undertake to sell at the direction and at the sole discretion of the OL the property at Seven Heads, Butlerstown, Bandon, Co. Cork based on the valuation obtained by the OL from Savills dated 19 July 2010 or in the alternative following the expiry of 12 months to the highest bidder subject to High Court approval. Patrick Fleming and Denis Fleming also agree (or if directed to do so by the OL will direct agents instructed on their behalf) to remit the net sale proceeds realised in respect of the property subject to (i) the deduction of taxes and professional costs such deductions to be determined by

14. In the event that any of the within Terms of Settlement are not implemented all of the parties agree and acknowledge that the OL shall at his sole discretion have liberty to apply to the High Court for such reliefs or directions as are necessary.

In consideration of 1-14 above the OL agrees as follows:

15. Subject to full disclosure and ongoing co-operation on the part of John and Noreen Fleming, the OL shall not commence bankruptcy proceedings against either John c Noreen Fleming pursuant to the Order of the High Court dated 1 July 2010 or at all a period of 9 months from the date of the aforementioned High Court Order.

OL agmt.

16. The OL acknowledges and agrees that subject to implementation of the Terms of Settlement (and without prejudice to any judgment mortgages registered pursuant the Judgment Debt) that he shall take no further steps to enforce the Judgment Debt and that the Terms of Settlement shall be in full and final settlement of all obligations and liabilities owing by John and Noreen Fleming to the Companies.

17. John Fleming shall retain his pension being held with Irish Life with the Policy Numbers: 07005479 (with a fund value as at 12 July 2010 of €117,239.96) and Policy Number 07049920 (with a fund value as at 12 July 2010 of €410,058.26) both pensions being due to mature once Mr John Fleming reaches the age of 70 in the year 2021.

18. John and Noreen Fleming shall retain miscellaneous personal assets to an approximate total value of €49,100 being comprised of the following:

    (a) Two cars with an aggregate value of €25,000;
    (b) Miscellaneous items of jewellery with an approximate value of €1000;
    (c) Two sets of golf clubs with a value not exceeding €600.
    (d) Miscellaneous items of clothing with a value not exceeding €1500;
    (e) Certain personal effects with a value not exceeding €1000; and
    (f) Monies in the amount of approximately €20,000 held in a current account at Barclays Bank, 15 Great Portland Street, London, England, such monies being used by John and Noreen Fleming to discharge their living expenses including rent and utilities expenses in the UK.

19. John and Noreen Fleming shall retain €50,000 to cover the costs of implementing the terms of settlement, which sum shall upon execution of the Terms of Settlement be immediately be lodged to the Client Account of M/s. P.J. O'Driscolls, Solicitors, 41 South Main Street, Bandon, Co. Cork.

20. The Terms of Settlement are subject to such High Court approval. In the event that

A & L Goodbody
Solicitors for the Official Liquidator

Barry C Galvin & Son
Solicitors for Allied Irish Banks plc

Section 13 :	Extra Information

Question No.

If there is insufficient space on any page, you should continue your answer to the question on this page. The question number should be given in the left-hand column.

3.5

I am a shareholder of an Irish company JJ Fleming Holdings. My wife Noreen is also a shareholder in JJ Fleming Holdings. This company has very substantial net liabilities and Tom Kavanagh has been appointed Official Liquidator of it. JJ Fleming Holdings has unlimited liability and I am according liable for its debts. JJ Fleming Holdings obtained judgment against me and Noreen on 1 July 2010 in the sum of €15,000,000. My total liability as shareholder is substantially higher. Noreen and I reached a settlement with the Official Liquidator in respect of all such liability and a copy of the settlement agreement is attached at Schedule A. The terms of the settlement agreement were ratified by the Irish High Court on 29 July 2010. Pursuant to the settlement I have transferred to the Official Liquidator certain assets (worth between €3-4M) as listed in Schedules 1-3 of the settlement agreement.

On or about May 2009 I transferred various properties and cash into the Seven Heads Trust (a family trust). Under the terms of the settlement agreed with the Official Liquidator these properties (listed in schedule 4 of the settlement agreement) or their net sale proceeds have been transferred by the Seven Heads Trust to the Official Liquidator.

I have sold certain properties in the last five years, as listed in section 9.1. I have used the sale proceeds of some of these properties to provide working capital to John J Fleming Construction Company. John J Fleming Construction Company is owned by JJ Fleming Holdings

1 Exchange Rate used for calculations from Euro to Sterling €1 = £0.87

2 Exchange Rate used for calculations from US Dollar to Sterling. $1 = £0.63

Signed by Tom Kavanagh, Official Liquidator,
on behalf of J.J. Fleming Holdings,
Tivway Limited and John J.
Fleming Construction _____

Witnessed by: _____

Reference: Section 1:1:17

Schedule ~~A~~ B

List of Directorships of John Fleming

Ireland	The Fota Island Company	New Cork Road, Bandon, Co. Cork.	160960	04/11/2004		No Shareholding	
Ireland	Moundtech Properties	New Cork Road, Bandon, Co. Cork.	161653	04/11/2004		No Shareholding	In Receivership
Ireland	Cityking International	New Cork Road, Bandon, Co. Cork.	278040	05/11/2004		No Shareholding	In Receivership
Ireland	Fusion Structural Buildings	New Cork Road, Bandon, Co. Cork.	408949	19/10/2005		No Shareholding	In Receivership
Ireland	J J Fleming Construction (Sandyford)	New Cork Road, Bandon, Co. Cork.	413008	01/12/2005		No Shareholding	In Receivership
Ireland	Fota Island Services	New Cork Road, Bandon, Co. Cork.	412913	01/01/2006		No Shareholding	In Receivership
Ireland	Sipter Limited	New Cork Road, Bandon, Co. Cork.	294659	31/01/2006		No Shareholding	In Receivership
Ireland	Tivway Limited	New Cork Road, Bandon, Co. Cork.	383895	19/06/2006		No Shareholding	In Liquidation and in
Ireland	Picerno Limited	New Cork Road, Bandon, Co. Cork.	394109	19/06/2006		No Shareholding	In Recievership
Ireland	Fleming Energy	New Cork Road, Bandon, Co. Cork.	435063	20/02/2007		No Shareholding	
Ireland	Beara Mining Limited	New Cork Road, Bandon, Co. Cork.	449583	23/11/2007		No Shareholding	
Ireland	Flemar Limted	New Cork Road, Bandon, Co. Cork.				No Shareholding	
Ireland	Kilronan Windfarm Limited	SHINAGH HOUSE, BANDON, CO CORK	263030	14/03/1997		No Shareholding	
UK	Fusion Building Systems (UK) Limited	10 Berkeley Street, London,W1J 8DP	4832038			No Shareholding	In Administration
UK	Fleming Developments (UK) Ltd	10 Berkeley Street, London,W1J 8DP	5598671			No Shareholding	In Administration
UK	Wharfside Regeneration (Ipswich) Limited	Brabners Chafe Street LLP, 1 Dale St, Liverpool, Merseyside, L2 2ET.	4519788			No Shareholding	In Administration
UK	Brabco Ipswich Limited	Brabners Chafe Street LLP, 1 Dale St, Liverpool, Merseyside, L2 2ET.	6135889			No Shareholding	In Administration
USA	Fleming Holdings USA Inc.	New Cork Road, Bandon, Co. Cork.				No Shareholding	
Ireland	Rushbrooke Links Management Company Limited	41 SOUTH MAIN STREET, BANDON, CO CORK	338509	07/02/2001	26/07/2010	No Shareholding Company Limited by	

Reference: Section 1:1:17

Schedule ~~A~~ B

List of Directorships of John Fleming

Ireland	Chandlers Rest Management Company Limited	41 SOUTH MAIN STREET, BANDON, CO CORK	376439	02/10/2003	26/07/2010	No Shareholding Company Limited by	
Ireland	The Lawn Castletownshend Management Company Limited	C\O P.J. O DRISCOLL & SONS, 41 SOUTH MAIN STREET, BANDON, CO CORK	382826	05/03/2004	26/07/2010	No Shareholding Company Limited by	
Ireland	Heatherfield Waterfall Management Co. Limited	41 SOUTH MAIN STREET, BANDON, CO CORK	383063	10/03/2004	26/07/2010	No Shareholding Company Limited by	
Ireland	Buttery Wall Management Company Limited	41 SOUTH MAIN STREET, BANDON, CO CORK	395330	15/12/2004	26/07/2010	No Shareholding Company Limited by	
Ireland	Buttery Court Management Company Limited	41 SOUTH MAIN STREET, BANDON, CO CORK	402207	16/05/2005	26/07/2010	No Shareholding Company Limited by	
Ireland	Fota Island Lodges Ltd	New Cork Road, Bandon, Co. Cork.	403475	10/06/2005		No Shareholding Company Limited by	
Ireland	The Stepaside Parkview Managament Co	New Cork Road, Bandon, Co. Cork.	403945	20/06/2005	26/07/2010	No Shareholding Company Limited by	
Ireland	Deburgo Management Company Ltd	41 SOUTH MAIN STREET, BANDON, CO CORK	406018	29/07/2005		No Shareholding Company Limited by	
Ireland	Inchydoney Island Management Company Limited	New Cork Road, Bandon, Co. Cork.	279042			No Shareholding Company Limited by	
Ireland	Courtmacsherry Cois Cuain Management Company Limited	41 SOUTH MAIN STREET, BANDON, CO CORK	433481	24/01/2007	27/11/2007	No Shareholding Company Limited by	
Ireland	Clover Meadows Management Company Limited	C\O P.J. O DRISCOLL & SONS, 41 SOUTH MAIN STREET, BANDON, CO CORK	432587	08/01/2007	27/11/2007	No Shareholding Company Limited by	
Ireland	Grande Central(Now RockbrookeGrande Central)	New Cork Road, Bandon, Co. Cork.	427644	05/10/2006	27/11/2007	No Shareholding Company Limited by	
Ireland	Ringport Management Company Limited	New Cork Road, Bandon, Co. Cork.	372582	20/06/2003	27/11/2007	No Shareholding Company Limited by	
Ireland	Trinity Court Management Limited	New Cork Road, Bandon, Co. Cork.	377840	07/11/2003	27/11/2007	No Shareholding Company Limited by	
Ireland	West Cork Technology Park Management Company Limited	C\O P.J. O DRISCOLL & SONS, 41 SOUTH MAIN STREET, BANDON, CO CORK	316639	09/12/1999	22/04/2008	No Shareholding Company Limited by	
Ireland	West Cork Technology Park Building D Management	41 SOUTH MAIN STREET, BANDON, CO CORK	395478	17/12/2004	22/04/2008	No Shareholding Company Limited by	
Ireland	West Cork Technology Park Building H Management	41 SOUTH MAIN STREET, BANDON, CO CORK	427448	02/10/2006	22/04/2008	No Shareholding Company Limited by	
Ireland	Rushbrooke Centre Management Company Limited	41 SOUTH MAIN STREET, BANDON, CO CORK	425573	28/08/2006	22/04/2008	No Shareholding Company Limited by	

Reference: Section 1:1:17

Schedule A B

List of Directorships of John Fleming

Country	Name	Registered Address	Co Number	Director Since	Date of Resignation	Shareholding	Status
Ireland	Castlebrack Developments	New Cork Road, Bandon, Co. Cork.	462572	01/11/2008		1 Share (Single member company)	
Ireland	Glenard Patents Limited	New Cork Road, Bandon, Co. Cork.	463165	10/10/2008		2 Share (Single member company)	
Ireland	Courtmacsherry Sailing And Leisure Limited	Cullinagh, Courtmacsherry, Co. Cork.	305898	27/04/1999		1 Share	
Ireland	Stonemeadow Limited	Bawnafinney, Tower, Blarney, Co. Cork.	429557	10/11/2006		1 Share	
Ireland	Antowan Limited	WEST CORK BUSINESS SCIENCE & TECHNOLOGY PARK, CLONAKILTY, CO	301586	01/04/1999		2 Shares	
Ireland	Tarmac Fleming (Quarries) Limited	2 HARBOURMASTER, PLACE, CUSTOM HOUSE DOCK, DUBLIN 1.	157103	05/04/1990		400 Ordinary Shares (Assigned to OL)	
Ireland	J.J. Fleming Holdings	New Cork Road, Bandon, Co. Cork.	202220	05/05/1993		5002 shares	In Liquidation and In
BVI	Fleming Holdings Worldwide	Palm Grove House, P.O. Box 438, Road Town, Tortola, British Virgin Islands.	9990145H			No Shareholding	
BVI	Fleming Global Limited	Palm Grove House, P.O. Box 438, Road Town, Tortola, British Virgin Islands.	1027345			No Shareholding	
Ireland	John J. Fleming Construction Company	New Cork Road, Bandon, Co. Cork.	75796	26/05/1905		No Shareholding	In Liquidation and In
Ireland	Fleming Developments	New Cork Road, Bandon, Co. Cork.	228846	14/02/1995		No Shareholding	In Receivership
Ireland	John Fleming Properties	New Cork Road, Bandon, Co. Cork.	199610	01/03/1993		No Shareholding	In Receivership
Ireland	Biomedy Limited	C/O John J Fleming Construction , New Cork Road, Bandon, Co. Cork.	322234	06/03/2002	12/04/2010	No Shareholding	
Ireland	Fuchsia Homes	New Cork Road, Bandon, Co. Cork.	334206	20/10/2000		No Shareholding	In Recievership
Ireland	Fusion Building Systems	New Cork Road, Bandon, Co. Cork.	381522	09/02/2004		No Shareholding	In Recievership
Ireland	Glencairn Developments	New Cork Road, Bandon, Co. Cork.	273591	11/06/2004		No Shareholding	In Recievership
Ireland	Tanzia Developments	New Cork Road, Bandon, Co. Cork.	152108	18/03/2005		No Shareholding	In Recievership
Ireland	Cadmaxi Trading	West Cork Technology Park, Clonakilty, Co Cork, Ireland	295316	01/04/1999		No Shareholding	

Reference: Section 1:1:17

Schedule ~~A~~ B

List of Directorships of John Fleming

Details of Receiver	Details of Liquidator
Mr. George Maloney of Baker Tilly Ryan Glennon, Trinity House, Charleston Road, Ranelagh, Dublin 6,	Mr. Tom Kavanagh of Kavanagh Fennell, Simmons Court House, Simmons Court
Mr. George Maloney of Baker Tilly Ryan Glennon, Trinity House, Charleston Road, Ranelagh, Dublin 6,	Mr. Tom Kavanagh of Kavanagh Fennell, Simmons Court House, Simmons Court
Mr. George Maloney of Baker Tilly Ryan Glennon, Trinity House, Charleston Road, Ranelagh, Dublin 6,	
Mr. George Maloney of Baker Tilly Ryan Glennon, Trinity House, Charleston Road, Ranelagh, Dublin 6,	
Mr. George Maloney of Baker Tilly Ryan Glennon, Trinity House, Charleston Road, Ranelagh, Dublin 6,	
Mr. George Maloney of Baker Tilly Ryan Glennon, Trinity House, Charleston Road, Ranelagh, Dublin 6,	
Mr. George Maloney of Baker Tilly Ryan Glennon, Trinity House, Charleston Road, Ranelagh, Dublin 6,	
Mr. George Maloney of Baker Tilly Ryan Glennon, Trinity House, Charleston Road, Ranelagh, Dublin 6,	

Reference: Section 1:1:17

Schedule A3
List of Directorships of John Fleming

Mr William O'Riordan, PWC, One Spencer Dock, North Wall Quay, Dublin 1, Ireland.	
Mr William O'Riordan, PWC, One Spencer Dock, North Wall Quay, Dublin 1, Ireland.	
Mr. George Maloney of Baker Tilly Ryan Glennon, Trinity House, Charleston Road, Ranelagh, Dublin 6,	
Mr Pearse Farrell of FGS , Molyneus House, Bride Street, Dublin 8, Ireland.	
Mr William O'Riordan, PWC, One Spencer Dock, North Wall Quay, Dublin 1, Ireland.	
Mr Pearse Farrell of FGS , Molyneus House, Bride Street, Dublin 8, Ireland.	
Mr Padraig Monaghan,KPMG, Stokes Place, Sr Stephens Green, Dublin 2, Ireland	Mr. Tom Kavanagh of Kavanagh Fennell, Simmons Court House, Simmons Court
Mr Padraig Monaghan,KPMG, Stokes Place, Sr Stephens Green, Dublin 2, Ireland	
Mr L R Bailey, Baker Tilly, St Philips Point, Temple Row,Birmingham, B2 5AF	
Mr L R Bailey, Baker Tilly, St Philips Point, Temple Row,Birmingham, B2 5AF	
Mr L R Bailey, Baker Tilly, St Philips Point, Temple Row,Birmingham, B2 5AF	
Mr L R Bailey, Baker Tilly, St Philips Point, Temple Row,Birmingham, B2 5AF	

John

Section 4: **List of Secured Creditors**
(e.g. anyone holding a mortgage or charge over property belonging to you)

Name of creditor	Address	Account, reference or agreement number (if known)	Amount owing (A) £	What of yours is claimed and what is its present value? (B) £	Net amount owing (A-B) £
6) Anglo Irish Bank	St Stephens Green, Dublin 2, Ireland.	1402/00451320/01	£31.5 million	Fota Island Hotel, Carrigtwohill, Co Cork, Ireland. Value £10.5 million	£21 ~~£20~~ million
Anglo Irish Bank	St Stephens Green, Dublin 2, Ireland	Ref Number: 451320	£730,317	Share portfolio Value: £730,317	Nil
AIB Bank	Bank Centre, Ballsbridge, Dublin 4, Ireland.	93 03 50 93845030	£570,050	No 10 The CourseSide, Fota Island, Carrigtwohill, Co Cork, Ireland. Value: £350,000	£220,050
AIB Bank	Bank Centre, Ballsbridge, Dublin 4, Ireland.	93 60 57 01844148	£178,908	Shares in the Radisson Limerick Hotel. Value: Nil	£178,908
AIB Bank	Bank Centre, Ballsbridge, Dublin 4, Ireland		£6.31 million	Property know as "The Crows Nest", Victoria Cross, Cork, Ireland	£4.38 million

[redacted]

Noreen

Section 4: **List of Secured Creditors**
(e.g. anyone holding a mortgage or charge over property belonging to you)

Name of creditor	Address	Account, reference or agreement number (if known)	Amount owing (A) £	What of yours is claimed and what is its present value? (B) £	Net amount owing (A-B) £
AIB Bank	Bank Centre, Ballsbridge, Dublin 4 , Ireland	93 03 50 93845030	£570,050	No 10 The Courseside, Fota Island, Carrigtwohill, Co Cork, Ireland €400,000	£220,050
				TOTAL £	£220,050

Section 4: **List of Secured Creditors**
(e.g. anyone holding a mortgage or charge over property belonging to you)

KBC Bank	Sandwith Street, Dublin 2, Ireland	Account Number 2505750 and 2506000	£11.83million	5% Share in Radisson Limerick Hotel. Total value £5.2million	Total shortfall £6.57 million
Bank of Scotland (Ireland)	St Stephens Green, Dublin 2, Ireland.		£12.28million	Lands at Nemo, Cork, Ireland Value: £6.1 million	£5.4 million
—				~~TOTAL~~	~~£36,748,958~~
Bank of Scotland (Ireland)	St Stephens Green Dublin 2, Ireland	Technology Park Building	£2.1 million	10% share in Investment Syndicate in Building at Cork Technology Park, Clonakilty, Ireland	£1 million
			63.398	TOTAL	£38,748,958

AIB Bank	Bank Centre, Ballsbridge, Dublin 4, Ireland.		£12.27 million	5th March 2010	Personal Guarantee on the borrowings of Glencairn Developments Ltd. Recourse is limited to six specific properties.
AIB Bank	Bank Centre, Ballsbridge, Dublin 4, Ireland.		£6.72 million	5th March 2010	Personal Guarantee on the borrowings of Fuchsia Homes Ltd. Recourse is limited to six specific properties.
AIB Bank	Bank Centre, Ballsbridge, Dublin 4, Ireland.		£13.15 million	5th March 2010	Personal Guarantee on the borrowings of Fleming Developments UK Ltd. Recourse is limited to six specific properties.
AIB Bank	Bank Centre, Ballsbridge, Dublin 4, Ireland.		£6.75 million	5th March 2010	Personal Guarantee on the borrowings of John Fleming Properties Recourse is limited to six specific properties
IB Bank	Bank Centre, Ballsbridge, Dublin 4, Ireland.		£122.78 million	5th March 2010	Personal Guarantee on the borrowings of John J Fleming Construction Company. Recourse is limited to Lands at Inchydoney Island, Clonakilty, Co Cork, Ireland
IB Finance Ltd.	Bank Centre, Ballsbridge, Dublin 4, Ireland.		£4.14 million	5th March 2010	Personal Guarantee on the borrowings of John J Fleming Construction Company. Recourse is limited to six specific properties
ank of Scotland reland)	St Stephens Green, Dublin 2, Ireland		£78.05 million	5th March 2010	Personal Guarantee on all sums due to Bank of Scotland (Ireland) by the borrower John J Fleming Construction Company.

Section 4 cont: **List of Unsecured Creditors**

Name of creditor	Address	Account, reference or agreement number (if known)	Amount owing £	Date incurred	What was the debt for?
Anglo Irish Bank	St Stephens Green, Dublin 2, Ireland		£26.31 million	4th March 2010	Personal Guarantee on working capital facility for John J Fleming Construction Company
Anglo Irish Bank	St Stephens Green, Dublin 2, Ireland		£235 million	4th March 2010	Personal Guarantee on all sums due to Anglo Irish Bank by the borrower John J Fleming Construction Company.
Anglo Irish Bank	St Stephens Green, Dublin 2, Ireland		£1000	4th March 2010	Personal Guarantee on all sums due to Anglo Irish Bank by the borrower JJ Fleming Holdings Limited, City King International and Fota Island Company Limited.
AIB Bank	Bank Centre, Ballsbridge, Dublin 4, Ireland.		£20.46 million	5th March 2010	Personal Guarantee on loan facility provided to the company Fleming Energy
AIB Bank	Bank Centre, Ballsbridge, Dublin 4, Ireland.		£39.9million	5th March 2010	Personal Guarantee on the borrowings of JJ Fleming Construction (Sandyford) Ltd. Recourse is limited to six specific properties.

Noreen Total 952m

Section 4 cont: **List of Unsecured Creditors**

Name of creditor	Address	Account, reference or agreement number (if known)	Amount owing £	Date incurred	What was the debt for?
Anglo Irish Bank	St Stephens Green, Dublin 2, Ireland		£26.31 million	26th Oct 2005	Personal Guarantee on all sums due t Anglo Irish Bank by the borrower John J Fleming Construction Company
Anglo Irish Bank	St Stephens Green, Dublin 2, Ireland		£235 million	27th Feb 2006	Personal Guarantee on all sums due t Anglo Irish Bank by the borrower John J Fleming Construction Company.
Anglo Irish Bank	St Stephens Green, Dublin 2, Ireland		£1000	28th April 2005	Personal Guarantee on all sums due t Anglo Irish Bank by the borrower JJ Fleming Holdings Limited, City King International and Fota Island Company Limited.
AIB Bank	Bank Centre, Ballsbridge, Dublin 4, Ireland.		£39.9 million	29th May 2008	Personal Guarantee on the borrowing of JJ Fleming Construction (Sandyford) Ltd. Recourse is limited to six specific properties.
AIB Bank	Bank Centre, Ballsbridge, Dublin 4, Ireland.		£12.27 million	29th May2008	Personal Guarantee on the borrowing of Glencairn Developments Ltd. Recourse is limited to six specific properties.
AIB Bank	Bank Centre, Ballsbridge, Dublin 4, Ireland.		£6.72 million	29th May2008	Personal Guarantee on the borrowing of Fuchsia Homes Ltd. Recourse is limited to six specific properties.
AIB Bank	Bank Centre, Ballsbridge, Dublin 4, Ireland.		£13.15 million	29th May 2008	Personal Guarantee on the borrowing of Fleming Developments UK Ltd. Recourse is limited to six specific properties.

AIB Bank	Bank Centre, Ballsbridge, Dublin 4, Ireland.		£6.75 million	29th May 2008	Personal Guarantee on the borrowing of John Fleming Properties Recourse is limited to six specific properties
Clive Hawes	The Cottage Grange Farm Little Chesterton Bichester OX25 3PD		£2,700	1st May 2009	Breaking Contract on rental agreement
		TOTAL £	**340,103,700**		

EBS Building Society	2 Burlington Road, Dublin 4, Ireland		£7.8 million	5th March 2010	Personal Guarantee on all sums due to EBS Building Society by the borrower John J Fleming Construction Company.
Mr.Clive Hawes	The Cottage Grange Farm Little Chesterton Bichester OX25 3PD		£2,700	1st May 2010	Breaking of contract on rental agreements
Homebond	Construction House, Canal Road, Dublin 6, Ireland				Personal Guarantee on the performance of John J Fleming Construction Company. This guarantee is unquantifiable and is being contested.
		TOTAL £	**£573,283,700**		

Schedule C

Name of Investment / Company	Address	Co Number	Shareholding	Comments	Value
Castlebrack Developments	New Cork Road, Bandon, Co. Cork.	462572	1 Share (Single member company)	Company not trading	Nil
Glenard Patents Limited	New Cork Road, Bandon, Co. Cork.	463165	2 Share (Single member company)	Company not trading	Nil
Courtmacsherry Sailing And Leisure Limited	Cullinagh, Courtmacsherry, Co. Cork.	305898	1 Share		Nil
Stonemeadow Limited	Bawnafinney, Tower, Blarney, Co. Cork.	429557	1 Share		Nil
Antowan Limited	WEST CORK BUSINESS SCIENCE & TECHNOLOGY PARK, CLONAKILTY, CO CORK	301586	2 Shares	Company not trading	Nil
Tarmac Fleming (Quarries) Limited	2 HARBOURMASTER, PLACE, CUSTOM HOUSE DOCK, DUBLIN 1.	157103	400 Ordinary Shares 2,729,748 ordinary B shares	400 ordinary shares have been transfered to OL as part of settlement ref: Irish High Court No. 381 COS	
J.J. Fleming Holdings	New Cork Road, Bandon, Co. Cork.	202220	5002 shares	Company in Receivership and Liquidation	Nil
Anglo Irish Bank Plc Share Portfolio	St Stephens Green, Dublin 2, Ireland		Value of share portfolio €832,745	Shares now taken by Anglo Irish Bank as security for oubstanding debts.	Nil

Schedule 4

	Asset	Owner	Encumbrance
1	Apartment 303 Castlecourt Apartment, Broad Street, Limerick	Seven Heads Trust	None
2	House at Rossa Avenue, Bishopstown, Cork	Seven Heads Trust	None
3	Two thirds interest in Apartment 6G, Block 4, Inchydoney Island, Co. Cork	Seven Heads Trust	None
4	Apartment 1H, Block 4, Inchydoney Island, Co. Cork	Seven Heads Trust	AIB Bank has claimed security interest on foot of letter of undertaking from P.J. O'Driscolls.
5	Apartment 5E, Block 3, Inchydoney Island, Co. Cork	Seven Heads Trust	None
6	Apartment 206, Block A, Ashbrook Apartments, Dennehys Cross, Cork contained in Folio 16228L Co. Cork	Seven Heads Trust	Section 73 lien application pending in the Property Registration Authority by AIB Bank. Application to register judgment mortgage lodged by the Liquidator
7	Apartment 6, Block A, Ashbrook Apartments, Dennehys Cross, Cork contained in Folio 16219L Co. Cork	Seven Heads Trust	Section 73 lien application pending in the Property Registration Authority by AIB Bank. Application to register judgment mortgage lodged by the Liquidator
8	House at 19 Meadowlands, Courtmacsherry, Co. Cork contained in Folio 94076F Co. Cork	Seven Heads Trust	Section 73 lien registered in the Property Registration Authority by AIB Bank. Application to register judgment mortgage lodged by the Liquidator

14.	8.15% Shareholding in Blagnac Investments Limited	John Fleming	Charged to AIB Bank and also subject to obligatory transfer provisions in Shareholders Agreement.
15.	7.14% shareholding in Fregate Limited	John Fleming	Charged to AIB Bank and also subject to obligatory transfer provisions in Shareholders Agreement.
16.	5% shareholding in Radisson Hotel, Limerick together with 5% shareholding in Operating Company St. John's Hotel Limited	John Fleming	Charged to KBC Bank and also subject to rights and obligations in Co-Ownership Agreement
17.	Share Portfolio with Anglo Irish Bank	John Fleming	Charged to Anglo Irish Bank
18.	Zurich Insurance Company Policy Number 01322451	John Fleming	Charged to AIB Bank
19.	12.5% shareholding in Courtmacsherry Harbour Development Ltd. (original investment €70,000)	John Fleming	None
20.	6,421 shares in Barryroe Co-Op	John Fleming	Restrictions on transfer
21.	Investment in Wharfside Regeneration Limited for project in Perth Scotland	John Fleming	None
22.	400 A Ordinary Shares in Tarmac Fleming Quarries Limited	John Fleming	None

SCHEDULE A

G.1

THE HIGH COURT

2009 No. 381 COS

Thursday the 29th day of July 2010

BEFORE MS. JUSTICE FINLAY GEOGHEGAN

IN THE MATTER OF TIVWAY LIMITED (IN LIQUIDATION)

JOHN J FLEMING CONSTRUCTION COMPANY (IN LIQUIDATION)

AND JJ FLEMING HOLDINGS (IN LIQUIDATION)

AND IN THE MATTER OF THE COMPANIES ACTS 1963-2009

The Motion of Counsel for Tom Kavanagh the Official Liquidator of the Companies in the title hereof named pursuant to Notice of Motion dated the 21st day of July 2010 having been adjourned on the 26th day of July 2010 and coming before the Court on this day for further hearing in the presence of said Counsel and in the presence of Counsel for Allied Irish Banks plc (the Notice Party)

And on reading said Notice the Order herein dated the 1st day of July 2010 the Affidavit of Tom Kavanagh filed on the 21st day of July 2010 and the Affidavit of Tom Kavanagh filed in Court on this day and the documents and exhibits in said Affidavits referred to and the copy of a letter dated this day from the Solicitors for John Fleming and Noreen Fleming to the Solicitors for the Official Liquidator

And on hearing what was alleged by said respective Counsel

Row Labels	Sum of Amount Owed euro	Sum of Total Owed euro	Sum of Secured Value euro
AIB	359,700,009.20	356,677,020.69	3,022,988.51
Anglo	637,761,283.91	624,852,873.56	12,908,410.34
BOSI	106,241,379.31	97,068,965.52	8,275,862.07
Clive Hawes	6,206.90	6,206.90	-
EBS	8,965,517.24	8,965,517.24	-
Homebond	-	-	-
KBC	13,597,701.15	7,551,724.14	5,977,011.49
Grand Total	**1,126,272,097.70**	**1,095,122,308.05**	**30,184,272.41**

Schedule 2